

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
 : **Case No. 18-23538 (RDD)**
 :
Debtors.¹ : **(Jointly Administered)**
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**NOTICE OF FILING INITIAL ASSIGNED AGREEMENTS
IN CONNECTION WITH GLOBAL SALE TRANSACTION**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On November 19, 2018, the Bankruptcy Court entered the *Order Approving Global Bidding Procedures and Granting Related Relief* (the “**Global Bidding Procedures Order**”) (ECF No. 816),² approving global bidding and sale procedures (the “**Global Bidding Procedures**”), substantially in the form attached to the Global Bidding Procedures Order as Exhibit 1, in connection with the sale or disposition of substantially all of the Debtors’ assets (the “**Assets**”), among other relief.

2. On November 21, 2018, the Debtors filed the *Notice of Filing of Global Bidding Procedures Process Letter* (ECF No. 862) (the “**Global Process Letter**”) soliciting bids on the Assets, including the Debtors’ retail stores or groups of stores (the “**Retail Stores**”) on a going

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Global Bidding Procedures Order, the Global Bidding Procedures, or the Asset Purchase Agreement (as defined herein), as applicable.

concern or liquidation basis and individual target businesses, including Sears Home Services, the business unit PartsDirect, Sears Auto Centers, and Innovel (the “**Target Businesses**”) (the Retail Stores together with the Target Businesses, the “**Global Assets**”).

3. On January 14, 2019, the Debtors commenced an auction for the sale of the Global Assets (the “**Auction**”). As announced on the record of the Auction, the Debtors, as directed by the Restructuring Committee, determined that the offer submitted by Transform Holdco, LLC (the “**Successful Bidder**” or “**Buyer**”), established by ESL Investments, Inc. to acquire substantially all of the Global Assets, was the highest or best offer for the Global Assets (the “**Successful Bid**”). The Debtors executed an asset purchase agreement with the Buyer for purchase of the Acquired Assets (as defined in the Asset Purchase Agreement) dated January 17, 2019 (the “**Asset Purchase Agreement**,” and the transaction effected thereby, the “**Global Asset Sale Transaction**”). A copy of the Asset Purchase Agreement and description of the material terms thereof are provided in the *Notice of Successful Bidder and Sale Hearing* (ECF No. 1730).

4. On January 18, 2019, the Debtors filed and served on the applicable Sale Notice Parties the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1731) (the “**Initial Notice**”). On January 23, 2019, the Debtors filed and served on the applicable Sale Notice Parties the *Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1774) (the “**Supplemental Notice**”). On January 31, 2019, the Debtors filed and served on the applicable Sale Notice Parties the *Second Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with the Global Sale Transaction* (ECF No. 2314) (the “**Second Supplemental Notice**”).

Assumption and Assignment Procedures

5. The Buyer may elect to assume from the Sellers and assign to the Buyer (i) all Leases (as defined in the Asset Purchase Agreement) and (ii) all other Contracts related to the Business to which a Seller is a party and all IP Licenses (excluding certain agreements), which are listed on Schedule 2.7(a) to the Asset Purchase Agreement (the “**Potential Transferred Agreements**”). The Debtors provided the schedule of Potential Transferred Agreements to the Buyer on **January 25, 2019**.

6. Buyer delivered to the Seller a list of those Potential Transferred Agreements proposed to be assigned to Buyer or assumed by Seller and assigned to Buyer on the Closing Date (the “**Initial Assigned Agreements**”). The list of Initial Assigned Agreements is attached hereto as **Exhibit A**. The Initial Assigned Agreements shall be assigned to the Buyer or assumed by the Seller and assigned to the Buyer on the Closing Date. The Buyer can amend the list of Initial Assigned Agreements in accordance with the terms of the Asset Purchase Agreement until the second (2nd) Business Day prior to the Closing Date.

7. **You are receiving this notice because you may be a Counterparty to a Contract or Lease of the Debtors that the Buyer has designated to be assigned to Buyer or assumed by Seller and assigned to Buyer on the Closing Date.**

Additional Information

8. Copies of the Global Bidding Procedures Order, the Global Bidding Procedures, the Initial Notice, the Supplemental Notice, and the Second Supplemental Notice may be obtained free of charge at the website dedicated to the Debtors' chapter 11 cases maintained by their claims and noticing agent and administrative advisor, Prime Clerk LLC, located at <https://restructuring.primeclerk.com/Sears>.

Dated: February 1, 2019

/s/ Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
Jessica Liou

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Initial Assigned Agreements

Schedule 1 – Executory Contracts

No.	ECF No.¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
1.	N/A	Sears Holdings Management Corp	Citibank USA	Fin - Citibank Na - Prepaid Card Program Master Agreement - 2009	Shclcw6486	\$00.00	No Objection Filed.
2.	N/A	Sears Holdings Management Corporation	Citibank USA	Fin - Citibank Na - Payroll Card Addendum - 2009	Shclcw6487	\$00.00	No Objection Filed.
3.	N/A	N/A	N/A	Citibank Merchant Agreement Sears Card Conditions	N/A	\$00.00	No Objection Filed.
4.	N/A	N/A	N/A	Citibank Merchant Agreement Sears Card Conditions	N/A	\$00.00	No Objection Filed.
5.	N/A	Sears Holdings Management Corporation	American Express Business Travel	Fin Services - American Express Card Acceptance - Amendment	Cw2338277	\$00.00	No Objection Filed.

¹ This column reflects the ECF number of any applicable objection filed by the counterparty.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
6.	N/A	Sears Holdings Management Corporation	American Express Business Travel	Fin - American Express Travel Related Services Company Inc (Gbt Us Llc) - Master Services	Shclcw7058	\$00.00	No Objection Filed.
7.	N/A	Sears Holdings Management Corporation	American Express Travel Related Services Company, Inc.	American Express Card Acceptance Agreement	N/A	\$00.00	No Objection Filed.
8.	N/A	Sears Holdings Management Corporation	American Express Travel Related Services Company, Inc.	Amendment To Agreement For American Express Card Acceptance	N/A	\$00.00	No Objection Filed.
9.	N/A	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Tax Sharing Agreement	N/A	\$00.00	Not disputed in objection.
10.	N/A	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.		N/A	\$00.00	Not disputed in objection.
11.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016	Cw2323625	\$00.00	Not disputed in objection.
12.	1835	Kmart Corporation; Sears Holdings Corporation;	Sears Hometown And Outlet Stores, Inc.	Amended And Restated Merchandising Agreement	509443	\$00.00	\$1,144,154.00 ²

² Disputed amount represents total disputed amount under the Amended And Restated Merchandising Agreement.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
13.	1893	Sears Holdings Management Corporation	Cross Country Home Services (HMW)	HS OPS-Cross Country Home Service Inc – Agreement - 2014	SHCLCW3606	\$00.00	Not disputed in objection.
14.	1893	Sears Roebuck and Co.	Cross Country Home Services (HMW)		CW2340683	\$00.00	Not disputed in objection.
15.	1893	Sears Roebuck and Co.	Cross Country Home Services, Inc.	Home Services Agreement 2016		\$00.00	Not disputed in objection.
16.	1893	Sears Holdings Management Corporation	Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of.	Amended and Restated Total Home Management Program Agreement 2017		\$00.00	Not disputed in objection.
17.	1893	Sears Holdings Management Corporation	Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of.	Guarantee and Security Agreement		\$00.00	Not disputed in objection.
18.	1893	Sears Holdings Management Corporation	Cross Country Home Services, Inc., Homesure Of America, Inc., Homesure Protection of California Inc. and Homesure OF Virginia, Inc.	Third Party Warranty Agreement		\$00.00	Not disputed in objection.
19.	1893	Sears Roebuck and CO.	Cross Country Home Services, Inc.	Fifth Amendment to Home Warranty Service Agreement		\$00.00	Not disputed in objection.
20.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Shop Your Way Rewards Retail Establishment Agreement & Amendment #2	396577	\$00.00	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
21.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Trademark License Agreement	536493	\$00.00	Not disputed in objection.
22.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Office Space Lease	431288	\$00.00	Not disputed in objection.
23.	1835	Innovel Solutions, Inc.	Sears Hometown And Outlet Stores, Inc.	Purchase Agreement For Excess And Salvage Merchandise	534857	\$00.00	Not disputed in objection.
24.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Security Interest In Assets Of Sears Hometown And Outlet Stores, Inc.	N/A	\$00.00	Not disputed in objection.
25.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment #1 To Employee Transition And Administrative Services Agreement	509440	\$00.00	Not disputed in objection.
26.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Transition Of Sears Procurement Services	546403	\$00.00	Not disputed in objection.
27.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Agreement And Authorization For Sho Franchisee Leasing Business	537252	\$00.00	Not disputed in objection.
28.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 10 To Service Agreement	543771	\$00.00	Not disputed in objection.
29.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Service Level Agreement Between Sears Holdings Corporation And Sho	509456	\$00.00	Not disputed in objection.
30.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Shop Your Way Rewards Retail Establishment Agreement	N/A	\$00.00	Not disputed in objection.
31.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 8 To Services Agreement	N/A	\$00.00	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
32.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment To Amended And Restated Merchandising Agreement		\$00.00	See item 12.
33.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 2 To The Amended And Restated Merchandising Agreement		\$00.00	See item 12.
34.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 3 To The Amended And Restated Merchandising Agreement		\$00.00	See item 12.
35.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 4 To The Amended And Restated Merchandising Agreement		\$00.00	See item 12.
36.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Services Agreement		\$00.00	Not disputed in objection.
37.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Services Agreement		\$00.00	Not disputed in objection.
38.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 2 To Services Agreement		\$00.00	Not disputed in objection.
39.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 3 To Services Agreement		\$00.00	Not disputed in objection.
40.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 4 To Services Agreement		\$00.00	Not disputed in objection.
41.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 5 To Services Agreement		\$00.00	Not disputed in objection.
42.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 6 To Services Agreement		\$00.00	Not disputed in objection.
43.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 7 To Services Agreement		\$00.00	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
44.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 9 To Services Agreement		\$00.00	Not disputed in objection.
45.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Employee Transition And Administrative Services Agreement		\$00.00	Not disputed in objection.
46.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement		\$00.00	Not disputed in objection.
47.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement		\$00.00	Not disputed in objection.
48.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Separation Agreement		\$00.00	Not disputed in objection.
49.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Separation Agreement		\$00.00	Not disputed in objection.
50.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Trademark License Agreement		\$00.00	Not disputed in objection.
51.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Supplemental Agreement		\$00.00	Not disputed in objection.
52.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Supplemental Agreement		\$00.00	Not disputed in objection.
53.	1835	Sears Brands, L.L.C.	Sears Hometown And Outlet Stores, Inc.	License And Intellectual Property Management Agreement	N/A	\$00.00	Not disputed in objection.
54.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Tax Sharing Agreement	N/A	\$00.00	Not disputed in objection.
55.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.		N/A	\$00.00	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
56.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Syw - Sears Hometown And Outlet Stores Inc - Retail Establishment Agreement - 2016	Cw2323625	\$00.00	Not disputed in objection.
57.	1835	Kmart Corporation; Sears Holdings Corporation;	Sears Hometown And Outlet Stores, Inc.	Amended And Restated Merchandising Agreement	509443	\$00.00	See item 12.
58.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Shop Your Way Rewards Retail Establishment Agreement & Amendment #2	396577	\$00.00	Not disputed in objection.
59.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Trademark License Agreement	536493	\$00.00	Not disputed in objection.
60.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Office Space Lease	431288	\$00.00	Not disputed in objection.
61.	N/A	Sears Holdings Management Corporation	First Data Corporation-1000623488 \ Telecheck Services Inc	Lp Ops - Telecheck Services Inc - Warranty Service Agreement - 2008	Shclcw5528	\$ 277,962	No Objection Filed.
62.	2024	Kmart Corporation	Dfs Services Llc, Successor In Interest To Discover Card Services, Inc.	Notice Of Changes Of Fees Under Merchant Services Agreement Dates November 15, 1987	N/A	N/A	Not disputed in objection.
63.	2024	Kmart Corporation	Discover Financial Services	Letter Of Amendment Dated 9/8/04 To The November 15, 1987 Merchant Services	N/A	N/A	Not disputed in objection.
64.	2024	Kmart Corporation	Discover Financial Services	Letter Of Amendment Dated 9/9/03 To The November 15, 1987 Merchant Services	N/A	N/A	Not disputed in objection.
65.	2024	Kmart Corporation	Discover Financial Services, Inc.	Supplemental Agreement	N/A	N/A	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
66.	2072	Sears Holdings Corporation	Stanley Black & Decker, Inc.	Acquired Ip License Agreement	N/A	\$00.00	\$516,784.54
67.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Trademark License Agreement	509438	\$00.00	Not disputed in objection.
68.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 3 To The Amended And Restated Merchandising Agreement	537251	\$00.00	Not disputed in objection.
69.	1992	Sears Holdings Management Corporation	Oracle America, Inc. – 402651	SYW – Oracle – OD for Email Marketing – 2018	CW2339264	\$2,149,380.00	Not disputed in objection.
70.	1992	Sears Holdings Management Corporation	Oracle America, Inc. – 402651	MKTG – Home Services – OracleMaxymiser – 2018	CW2340060	\$00.00	Not disputed in objection.
71.	1992	Sears Holdings Management Corporation	Oracle America, Inc. – 402651	SYW – Oracle – MSA – 2016	CW2311500	\$00.00	Not disputed in objection.
72.	1992	Sears Holdings Management Corporation	Oracle America, Inc. – 402651	HS-Oracle - OD for HS Email Services - 2018	CW2339405	\$00.00	Not disputed in objection.
73.	1992	Sears Holdings Management Corporation	Oracle America, Inc. – 402651	SYW – Oracle – OD - 2018	CW2339388	\$00.00	Not disputed in objection.
74.	1992	Kmart Corporation; Sears, Roebuck and Co.	Oracle America, Inc	IT OPS – Oracle USA Inc – MSSA-2005	SHCLCW1600	\$00.00	Not disputed in objection.
75.	1992	Sears Holdings Management Corporation	Oracle America, Inc	ITG – Oracle Amendment 2 to MSA-2005	CW2309081	\$00.00	Not disputed in objection.
76.	1992	Sears Holdings Management Corporation	Oracle	IT – Oracle – Cloud Services Agreement – 20160531	CW2318109	\$00.00	Not disputed in objection.
77.	1992	Sears Holdings Management Corporation	Oracle America, Inc.	ORACLE CLOUD SERVICES AGREEMENT	CW2340060	\$00.00	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
				US-CSA-QT600571 EFFECTIVE 31-MAY-2016			
78.	1992	Sears Holdings Corporation	Oracle America	SYW - ORACLE - OD FOR DELIVERABILITY - 2018	CW2335726	\$00.00	Not disputed in objection.
79.	1992	Sears Holdings Corporation	Oracle America	Oracle BI/Fusion 2018 Annual Maintenance		\$00.00	Not disputed in objection.
80.	1992	Sears Holdings Corporation	Oracle America	Oracle G-Log GC3 Bundle 2018 Annual Renewal		\$00.00	Not disputed in objection.
81.	1992	Sears Holdings Corporation	Oracle America	Oracle Weblogic OTM Renewal 2018		\$00.00	Not disputed in objection.
82.	1992	Sears Holdings Corporation	Oracle America	Oracle Weblogic OTM 12K Renewal 2018		\$00.00	Not disputed in objection.
83.	1992	Kmart Corporation; Sears, Roebuck and Co.	Rimini Street	IT-Rimini Street – Statement of Work 01 (Peoplesoft Support Services (2016)	CW2319307	\$00.00	Not disputed in objection.
84.	1992	Sears Holdings Management Corporation	Oracle America, Inc. – 402651	SYW – Oracle – OD FOR DELIVERABILITY - 2018	CW2335726	\$00.00	Not disputed in objection.
85.	1995 / 2201	Sears Holdings Management Corporation	Google Inc.	Online – Google – DFP Premium – 2018		\$00.00	\$1,115,563.36 ³
86.	1995 / 2201	Sears Holdings Management Corporation	Google Inc.	Home Service – Google – Suite360 – Order Form – 2018		\$00.00	See item 85.
87.	1995 / 2201	Sears Holdings Management Corporation	Google Inc.	MKTG – Online – Google – ADSENSE – 2018		\$00.00	See item 85.

³ Disputed amount represents disputed amount for all Google Inc. contracts.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
88.	1995 / 2201	Sears Home & Business Franchise	Google Inc.	Google Advertising Service Agreement		\$00.00	See item 85.
89.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 9 To Services Agreement	537250	\$00.00	Not disputed in objection.
90.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 2 To The Amended And Restated Merchandising Agreement	534598	\$00.00	Not disputed in objection.
91.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment To Amended And Restated Merchandising Agreement	534596	\$00.00	Not disputed in objection.
92.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 8 To Services Agreement	534593	\$00.00	Not disputed in objection.
93.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 7 To Services Agreement	529128	\$00.00	Not disputed in objection.
94.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 5 To Services Agreement	525479	\$00.00	Not disputed in objection.
95.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 6 To Services Agreement	525037	\$00.00	Not disputed in objection.
96.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 3 To Services Agreement	511414	\$00.00	Not disputed in objection.
97.	1835	Sears, Roebuck And Co.	Sears Hometown And Outlet Stores, Inc.	Amendment No. 4 To The Amended And Restated Merchandising Agreement	509442	\$00.00	Not disputed in objection.
98.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 4 To Services Agreement	509441	\$00.00	Not disputed in objection.
99.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 2 To Services Agreement	459349	\$00.00	Not disputed in objection.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
100.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Services Agreement	444110	\$00.00	Not disputed in objection.
101.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Services Agreement	396576	\$00.00	Not disputed in objection.
102.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment #2 To Shop Your Way Rewards Retail Establishment Agreement	547382	\$00.00	Not disputed in objection.
103.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Shop Your Way Rewards Retail Establishment Agreement	547382	\$00.00	Not disputed in objection.
104.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Supplemental Agreement	509445	\$00.00	Not disputed in objection.
105.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Supplemental Agreement	444115	\$00.00	Not disputed in objection.
106.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 1 To Separation Agreement	444114	\$00.00	Not disputed in objection.
107.	1835	Sears Holdings Corporation	Sears Hometown And Outlet Stores, Inc.	Separation Agreement	396575	\$00.00	Not disputed in objection.
108.	1835	Sears Holdings Management Corporation	Sears Hometown And Outlet Stores, Inc.	Amendment No. 8 To Services Agreement	(blank in notice)	\$00.00	Not disputed in objection.
109.	N/A	Sears Brands Management Corporation	FLI Charge, Inc.	Patent License & Technology Agreement	N/A	\$00.00	No Objection Filed.
110.	N/A	Kmart Corporation; Sears, Roebuck and Co.	ABG Sportcraft, L.L.C.	License Agreement, as amended through 4/5/2018		\$00.00	No Objection Filed.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
111.	2000	Sears Roebuck and Co. (as assignee from Kmart Corporation)	ICON DE Holdings (as successor to IP Holdings LLC)	License Agreement, as amended through 1/23/2018		\$00.00	a. Joe Boxer License Agreement \$7,771,992.00 b. Bongo License Agreement \$250,000.00 c. Cannon License Agreement \$4,131,850.00
112.	1981 / 2252	Sears Holdings Management Corporation	Salesforce.com, Inc.	Invoice No. 1252781		\$ 460,880	\$119,471.27 ⁴
113.	1981 / 2252	Sears Holdings Management Corporation	Salesforce.com	Master Subscription Agreement	SHC-68113		See item 112.
114.	1981 / 2252	Sears Holdings Management Corporation	Salesforce.com, Inc.	Invoice No. 1252781			See item 112.
115.	1988	Sears Holdings Management Corporation	Cisco Systems, Inc.	IT-Cisco Systems, Inc. – Master Procurement Agreement	SHCLCW52	\$ 424,905	\$94,255.56 (plus \$94,703.02 after February 1, 2019)
116.	1988	Sears Holdings Management Corporation	Cisco Systems, Inc.	Amendment 4 to MPA - 2018	CW2338855	\$00.00	See item 115.
117.	1842	Sears Holdings Management Corporation	MICROSOFT CORP	Sub Agreement	CW2340816	\$00.00	See item 119.

⁴ Dispute amount represents disputed amount for all Salesforce.com and Salesforce.com, Inc. contracts.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
118.	1842	Sears Holdings Management Corporation	MICROSOFT CORP	Sub Agreement	CW2340816	\$00.00	See item 119.
119.	1842	Sears, Roebucks and Co.	Microsoft Licensing GP -695814	ITG- Microsoft Licensing GP Business Agreement	CS2212211	\$00.00	\$1581,584.41 ⁵
120.	1842	Sears Holdings Management Corporation	Microsoft Corporation	IT MICROSOFT ENTERPRISE SERVICES WORK ORDER	CW2333269	\$00.00	See item 119.
121.	1842	Sears Holdings Management Corporation	Microsoft Corporation	IT MICROSOFT VOLUME LICENSING SIGNATURE FORM AND ORDER	CW2333336	\$00.00	See item 119.
122.	1842	Sears Holdings Management Corporation	Microsoft Corporation	IT - MICROSOFT - CW2320569 - ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT) - 2011	CW2320569	\$00.00	See item 119.
123.	1842	Sears Holdings Management Corporation	MICROSOFT ENTERPRISE SERVICES-569749	IT - MICROSOFT - CW2320569 - ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT) - 2011	CW2320569	\$00.00	See item 119.
124.	1842	Sears Holdings Management Corporation	MICROSOFT ENTERPRISE SERVICES-569749	IT MICROSOFT ENTERPRISE SERVICES WORK ORDER	CW2333269	\$00.00	See item 119.
125.	1852	Sears Holdings Management Corporation	LinkedIn	THCS-LinkedIn Corporation-LinkedIn Corporation Subscription Agreement-2008	SHCLCW3535	\$124,466.00	\$153,633.17 ⁶
126.	1852	Sears Holdings Management Corporation	LinkedIn	LinkedIn 2018 Order Form to Corporate Subscription Agreement	CW2335071	\$00.00	See item 125.

⁵ Disputed amount represents disputed amount for all Microsoft contracts.

⁶ Disputed amount represents disputed amount for all LinkedIn contracts.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
127.	1865	Kmart Corporation	Little Caesar Enterprises, Inc.	Second Addendum to Franchise Agreement		\$00.00	See item 128.
128.	1865	Kmart Corporation	Little Caesar Enterprises, Inc.			\$112,207	\$268,040.52 (as of 1/24/2019) ⁷
129.	1886	Sears Holdings Management Corporation	Concur Technologies Inc-867262263	SC – Concur Technologies – Master Software Agreement - 2009	SHCLCW5873	\$92,474	Not disputed in objection.
130.	1886	Sears Holdings Management Corporation	Concur Technologies Inc-867262263	FIN-CONCUR-SOW-2015	CW2295022	\$00.00	Not disputed in objection.
131.	1886	Sears Holdings Management Corporation	Concur Technologies Inc-867262263	FIN-CONCUR-SOF 9-OCTOBER 2017	CW2332790	\$00.00	Not disputed in objection.
132.	1886	Sears Holdings Management Corporation	SAP America, Inc.	Support Selection Addendum (DIRECT)		\$00.00	Not disputed in objection.
133.	1886	Sears Holdings Management Corporation	SAP America, Inc.	Software End-User License Agreement		\$00.00	Not disputed in objection.
134.	1842	N/A	Microsoft Online, Inc.	Microsoft Bing Ads Agreement		\$00.00	See item 119.
135.	1842	Sears Holdings Management Corporation	MICROSOFT ENTERPRISE SERVICES-569749	IT MICROSOFT VOLUME LICENSING SIGNATURE FORM AND ORDER	CW2333336	\$00.00	See item 119.
136.	1821	Sears Brands Management Corporation	Cleva North America, Inc.	License Agreement	N/A	\$00.00	Not disputed in objection with respect to this agreement.
137.	N/A	Sears Brands Management Corporation	Drinkpod LLC	License Agreement	N/A	\$1,675	No Objection Filed.

⁷ Disputed amount represents disputed amount for all Little Caesar Enterprises, Inc. contracts.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
138.	N/A	Sears Brands Management Corporation	Permasteel, Inc.	License Agreement, as amended through August 28, 2017			No Objection Filed.
139.	N/A	Sears Brands Management Corporation	Gibson Overseas, Inc.	License Agreement	N/A	\$7,889	No Objection Filed.
140.	N/A	Sears Brands Management Corporation	Algert Company	Distribution Agreement		\$00.00	No Objection Filed.
141.	N/A	Sears Brands Management Corporation	Globistic Co., Inc.	Distributorship Agreement	N/A	\$00.00	No Objection Filed.
142.	N/A	Sears Brands Management Corporation	Homemart, S.A.	Retail Store License Agreement, as amended through []	N/A	\$00.00	No Objection Filed.
143.	N/A	Sears Brands Management Corporation	Distribuidora y Comercializadora Master Brands SpA – Chile	Distributorship Agreement	N/A	\$00.00	No Objection Filed.
144.	N/A	Sears, Roebuck and Co.	Lands' End, Inc. and its Affiliates	Retail Operations Agreement	N/A	\$00.00	No Objection Filed.
145.	N/A	Sears, Roebuck and Co.; Sears Brands Management Corporation	Sears, Roebuck de Mexico, S.A. de C.V.	Amended and Restated Trademark License Agreement, as Amended through Jan. 1, 2010	N/A	\$00.00	No Objection Filed.
146.	1835	Sears, Roebuck and Co.	Sears Authorized Hometown Stores, LLC and franchise sublicensees	Store License Agreement, as amended July 10, 2017		\$00.00	No Objection Filed.
147.	1835	Sears Roebuck and Co.	Sears Outlet Stores, L.L.C. and its franchisees	Store License Agreement, as amended through May 1, 2016		\$00.00	No Objection Filed.
148.	2000	Kmart Corporation	Icon NY Holdings LLC	License Agreement	N/A	\$00.00	No Objection Filed.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
149.	2009	Kmart Corporation and its Affiliates	Adam Levine Productions, Inc.	Trademark License Agreement, as amended through 9/14/2018	N/A	\$180,854	\$210,037.09 (plus any additional post-petition quarterly payments due through the closing)
150.	2005	Sears, Roebuck and Co.	Bonnier Corporation	License Agreement as amended through 10/12/2017	N/A	\$00.00	\$288,250.89 (plus any royalties due post-petition)
151.	N/A	Kmart Corporation	Route 66 Holdings, LLC	Amended and Restated License Agreement as amended through 5/12/2010	N/A	\$00.00	No Objection Filed.
152.	1980	Sears, Roebuck and Co.; Kmart Corporation	Everlast World's Boxing Headquarters Corporation	License Agreement as amended through 11/11/2015	N/A	\$683,206	(\$91,022.61) (\$2,751,039.94 if assigned after March 4, 2019)
153.	2000	Kmart Corporation	Icon DE Holdings LLC (as successor to IP Holdings LLC)	License as amended through 8/1/2015	N/A	\$00.00	a. Joe Boxer License Agreement \$7,771,992.00 b. Bongo License Agreement \$250,000.00 c. Cannon License Agreement \$4,131,850.00
154.	N/A	Sears Brands Management Corporation	Afero, Inc.	License and Services Agreement	N/A	\$552,300	No Objection Filed.

No.	ECF No. ¹	Debtor	Counterparty	Contract Title	Contract No.	Cure Amount	Disputed Amount
155.	N/A	Sears Brands Management Corporation	Afero, Inc.	Master License and Services Agreement	N/A	\$00.00	No Objection Filed.
156.	N/A	Sears Brands Management Corporation	Ayla Networks	Master Subscription Agreement	CW2308670	\$00.00	No Objection Filed.
157.	N/A	Sears International Marketing, Inc.	Sears, Roebuck de Mexico, S.A. DE C.V.	Amendment to Merchandise Sale Agreement Dated April 17, 1997	N/A	\$00.00	No Objection Filed.
158.	N/A	Sears Roebuck and Co.	Sears Home Appliance Showrooms, LLC	Store License Agreement	396580	\$00.00	No Objection Filed.
159.	N/A	Sears, Roebuck and Co.	Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V.	Amendment to Merchandise Service and Quality Control Agreement dated April 28, 1997	N/A	\$00.00	No Objection Filed.
160.	N/A	Sears, Roebuck and Co., Sears Brands Management Corporation; Sears	Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc.	Second Amendment to Merchandise Service and Quality Control Agreement	N/A	\$00.00	No Objection Filed.
161.	N/A	Sears, Roebuck and Co., Sears Brands Management Corporation; Sears,	Roebuck de Mexico, S.A de C.V.; Sears International Marketing, Inc.	Third Amendment to Merchandise Service and Quality Control Agreement	N/A	\$00.00	No Objection Filed.
162.	N/A	Sears, Roebuck and Co.	Sears International Marketing, Inc. and Sears, Roebuck de Mexico, S.A. de C.V.	Mexico Merchandise Service and Quality Control Agreement	N/A	\$00.00	No Objection Filed.

Schedule 2 – Leases

No.	ECF No.	Counterparty	Debtor	Contract Title	Contract No.	Cure Amount	Disputed Amount
163.	N/A	SRC Facilities LLC	Kmart Corporation; Sears, Roebuck and Co.	Amended and Restated Master Lease Agreement	N/A	\$00.00	TBD ⁸
164.	N/A	SRC O.P LLC	Kmart Corporation; Sears, Roebuck and Co	Amended and Restated Master Lease Agreement	N/A	\$00.00	TBD ⁹

⁸ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.

⁹ Sparrow entities reserve rights with respect to payment of post-petition rent under MLA with respect to dark stores.